

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

ST. CLAIR COUNTY EMPLOYEES'  
RETIREMENT SYSTEM, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

RESIDEO TECHNOLOGIES, INC.;  
MICHAEL G. NEFKENS and JOSEPH D.  
RAGAN III,

Defendants.

Case No. 0:19-cv-02863 WMW/KMM

**CLASS ACTION**

HOLLYWOOD FIREFIGHTERS'  
PENSION FUND, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

RESIDEO TECHNOLOGIES, INC.;  
MICHAEL G. NEFKENS and JOSEPH D.  
RAGAN III,

Defendants.

Case No. 0:19-cv-02889 WMW/KMM

**CLASS ACTION**

FRAMPTON LIVING TRUST,  
Individually and on Behalf of All Others  
Similarly Situated,

Plaintiff,

vs.

RESIDEO TECHNOLOGIES, INC.;  
MICHAEL G. NEFKENS and JOSEPH D.  
RAGAN III,

Defendants.

Case No. 0:19-cv-03133 WMW/KMM

**CLASS ACTION**

THE GABELLI ASSET FUND, THE GABELLI DIVIDEND & INCOME TRUST, THE GABELLI EQUITY TRUST INC., THE GABELLI FOCUS FIVE FUND, THE GABELLI MULTIMEDIA TRUST INC., THE GABELLI VALUE 25 FUND INC., GAMCO INTERNATIONAL SICAV and GAMCO ASSET MANAGEMENT INC., on behalf of themselves and all others similarly situated,

Plaintiffs,

vs.

RESIDEO TECHNOLOGIES, INC., HONEYWELL INTERNATIONAL INC., MICHAEL G. NEFKENS and JOSEPH D. RAGAN III,

Defendants.

Case No. 0:20-cv-00094 NEB/BRT

**CLASS ACTION**

**STIPULATION OF LEAD PLAINTIFF MOVANTS CONCERNING  
CONSOLIDATION, LEAD PLAINTIFF APPOINTMENT  
AND APPROVAL OF COUNSEL**

WHEREAS, the four above-captioned actions are pending in the United States District Court for the District of Minnesota (the “Actions”);

WHEREAS, on January 7, 2020, the following three groups (collectively, the “Movants”) filed motions for consolidation of the Actions, for appointment as lead plaintiff for the consolidated Actions, and for approval of their respective choices of counsel (collectively, the “Lead Plaintiff Motions”):

1. The “Gabelli Plaintiffs” consisting of The Gabelli Asset Fund, The Gabelli Dividend & Income Trust, The Gabelli Equity Trust Inc., The Gabelli Focus Five Fund, The Gabelli Multimedia Trust Inc., The Gabelli Value 25 Fund Inc., GAMCO International SICAV and GAMCO Asset Management Inc.

(*see* Case No. 0:19-cv-02863 WMW/KMM, ECF No. 30);

2. The “Naya Group” consisting of Naya 1740 Fund. Ltd., Naya Coldwater Fund Ltd., Naya Master Fund LP and Nayawood LP (*see id.*, ECF No. 19);
3. The “Alaska & Oklahoma Group” consisting of Alaska Electrical Pension Fund and Oklahoma Firefighters Pension and Retirement System (*see id.*, ECF No. 24); and

WHEREAS, the Movants’ respective responses to the Lead Plaintiff Motions (the “Responses”) are due on January 14, 2020;

WHEREAS, the Movants believe that the interests of the putative class in the Actions are best served by agreement and cooperation among the Movants in a leadership structure that resolves the pending Lead Plaintiff Motions and promotes efficiency; and

WHEREAS, the Movants have consulted with defendants’ counsel in the Actions, to the extent known, who do not object to the agreement memorialized in this Stipulation.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED as follows:

1. The Actions and any later-filed related actions shall be consolidated into a single class action (the “Consolidated Action”) under the title *In re Resideo Technologies, Inc. Securities Litigation*;

2. One or more Gabelli Plaintiffs will be appointed and will serve as lead plaintiff(s) for the class in the Consolidated Action;

3. One or more members of the Naya Group will be appointed and will serve as lead plaintiff(s) for the class in the Consolidated Action;

4. One or both members of the Alaska & Oklahoma Group will serve as additional class representative(s) in the Consolidated Action;

5. The Gabelli Plaintiffs' counsel, Entwistle & Cappucci LLP, and the Naya Group's counsel, Labaton Sucharow LLP, will together serve as co-lead counsel for the class in the Consolidated Action.

6. The Alaska & Oklahoma Group's counsel, Robbins Geller Rudman & Dowd LLP, will serve as additional plaintiffs' counsel in the Consolidated Action;

7. The firm of Chestnut Cambronne PA will serve as plaintiffs' liaison counsel in the Consolidated Action;

8. The deadline for Movants' Responses are adjourned while the Court considers the Stipulation and contemporaneously-filed proposed Order; and

9. Lead Plaintiffs and the class representative(s) will file their consolidated amended class action complaint within 60 days after entry of the Order approving this Stipulation.

IT IS SO STIPULATED.

DATED: January 14, 2020

Respectfully submitted,

/s/ Andrew J. Entwistle

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